

**IN THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A tool container comprising:

a case portion defining a storage space,

a cover portion being movably attached to said case portion and being pivotally moveable between a closed position in which said cover portion covers an upwardly facing opening of said storage space and an open position in which access to said storage space through said upwardly facing opening is permitted, said cover portion being securable in said closed position;

said cover portion having an elongated level storage space for storing a level therein, and a secondary cover portion movably pivotably mounted ~~with respect~~ to said cover portion for movement between a closed position wherein said secondary cover portion covers the elongated level storage space to retain the level therein and an open position wherein access to the level stored in said elongated storage space is permitted; and

a handle connected to said cover portion to facilitate transport of the tool container.

2. (Currently Amended) A tool container according to claim 1, said secondary cover portion further comprising level mounting structure constructed and arranged to allow the level to be removably mounted to the second secondary cover portion when the second secondary cover portion is in its open position so that movement of the second secondary cover portion into its closed position carries the level into the level storage space and movement of the second secondary cover portion from its closed position into its open position moves the level out of the level storage space to facilitate worker access to the level.

3. (Currently Amended) A tool container according to claim 2, wherein the second secondary cover portion includes a partially enclosed space constructed and arranged so that the level is removably mounted to the second secondary cover portion by placing the level in the partially enclosed space.

4. (Currently Amended) A tool container according to claim 2, wherein the level is removably mounted to the second secondary cover portion by being removably attached thereto.

5. (Currently Amended) A tool container according to claim 4, wherein the second secondary cover portion includes one or more locking structures movable between locking and releasing positions, each locking structure including a locking surface that releasably engages a respective surface on the level when the locking structures are in their locking positions to removably attach to level to the second secondary cover portion.

6. (Original) A tool container according to claim 5, wherein each locking structure is a resilient structure biased into its locking position.

7. (Original) A tool container according to claim 6, wherein each locking structure is integrally formed with the secondary cover portion.

8. (Original) A tool container according to claim 7, wherein the secondary cover portion and the integral locking structures are constructed of a molded plastic material.

9. (Currently Amended) A tool container according to claim 1, wherein the secondary cover portion is constructed and arranged such that when the secondary cover portion is in its closed position and the level is contained within the level storage space, the second secondary cover portion is interengaged with the level such that the weight of the level tends to hold the second secondary cover portion in its closed position.

10. (Currently Amended) A combination tool container and level comprising:  
a case portion defining a storage space,  
a cover portion being movably attached to said case portion and being pivotally moveable between a closed position in which said cover portion covers an upwardly facing opening of the storage space and an open position in which access to the storage space through said upwardly facing opening is permitted, said cover portion being securable in said closed position;

a level disposed in an elongated level storage space in said cover portion, and a secondary cover portion ~~movably pivotably~~ mounted with respect to said cover portion for movement between a closed position wherein said secondary cover portion covers the elongated level storage space to retain the level therein and an open position wherein access to the level stored in said elongated storage space is permitted; and

a handle connected to said cover portion to facilitate transport of the tool container.

11. (Currently Amended) A combination tool container and level according to claim 10, said secondary cover portion further comprising level mounting structure constructed and arranged to allow the level to be removably mounted to the ~~second~~ secondary cover portion when the ~~second~~ secondary cover portion is in its open position so that movement of the ~~second~~ secondary cover portion into its closed position carries the level into the level storage space and movement of the ~~second~~ secondary cover portion from its closed position into its open position moves the level out of the level storage space to facilitate worker access to the level.

12. (Currently Amended) A combination tool container and level according to claim 11, wherein the ~~second~~ secondary cover portion includes a partially enclosed space constructed and arranged so that the level is removably mounted to the ~~second~~ secondary cover portion by placing the level in the partially enclosed space.

13. (Currently Amended) A combination tool container and level according to claim 11, wherein the level is removably mounted to the ~~second~~ secondary cover portion by being removably attached thereto.

14. (Currently Amended) A combination tool container and level according to claim 13, wherein the ~~second~~ secondary cover portion includes one or more locking structures movable between locking and releasing positions, each locking structure including a locking surface that releasably engages a respective surface on the level when the locking structures are in their locking positions to removably attach to level to the ~~second~~ secondary cover portion.

15. (Currently Amended) A combination tool container and level according to claim 14, wherein each locking structure is a resilient structure biased into its locking position.

16. (Currently Amended) A combination tool container and level according to claim 15, wherein each locking structure is integrally formed with the secondary cover portion.

17. (Currently Amended) A combination tool container and level according to claim 16, wherein the secondary cover portion and the integral locking structures are constructed of a molded plastic material.

18. (Currently Amended) A combination tool container and level according to claim 10, wherein the secondary cover portion is constructed and arranged such that when the secondary cover portion is in its closed position and the level is contained within the level storage space, the second secondary cover portion is interengaged with the level such that the weight of the level tends to hold the second secondary cover portion in its closed position.

19. (New) A tool container according to claim 1, wherein said elongated level storage space is defined by a front wall, a back wall, two side walls, and a bottom wall, the secondary cover portion being pivotably mounted to at least one of the front wall, back wall, and two side walls.

20. (New) A combination tool container and level according to claim 10, wherein said elongated level storage space is defined by a front wall, a back wall, two side walls, and a bottom wall, the secondary cover portion being pivotably mounted to at least one of the front wall, back wall, and two side walls.

21. (New) A tool container comprising:  
a case portion defining a storage space; and  
a cover portion removably positioned on the case portion to selectively open and close the storage space,

wherein one of the case portion and the cover portion has an elongated level storage space formed therein and a secondary cover portion mounted to the elongated level storage space to selectively open and close the elongated level storage space,

wherein the secondary cover portion includes level mounting structure for removably mounting a level.